

IN THE MATTER OF:

CONSENT AGREEMENT
 No. 05-056-CAG

This Agreement is entered into between the State of Maine Office of Securities (“Office”) and The Huntington Investment Company (“Huntington” or “the firm”), a broker-dealer with its principal place of business in Columbus, Ohio.

WHEREAS, the parties agree as follows:

1. At all relevant times, it has been unlawful in Maine for a person to act as a broker-dealer unless licensed or exempt from licensing pursuant to sections 10301 and 10302 of the Revised Maine Securities Act (“the Act”).
2. Huntington has not been licensed in Maine as a broker-dealer.
3. On April 14, 2003, Huntington’s chief compliance officer informed the Office that the firm had some Maine accounts. The Office explained how unlicensed activity is generally resolved, and Huntington agreed to seek licensure in Maine.
4. Huntington filed an application with the Office of Securities for licensing as a broker-dealer on April 15, 2003.
5. On May 22, 2003, the Office mailed Huntington a letter requesting additional information in connection with the firm’s pending broker-dealer application and a detailed accounting of all business that the firm had conducted in Maine within the previous six years.
6. Huntington did not respond to the Office’s May 22, 2003, letter and later filed a request to withdraw its application on March 4, 2004.
7. The Office did not grant the firm’s request for withdrawal and made further inquiries of Huntington with regard to the firm’s securities activity in Maine. In response to the Office’s inquiries, Huntington disclosed that it had effected at least eighty-nine (89) transactions between June 10, 1998, and August 4, 2004, for the accounts of nineteen (19) Maine consumers while unlicensed.
8. It is the Office of Securities’ position that Huntington has acted as a broker-dealer in Maine without being licensed or exempt from licensing.

9. Huntington has represented to the Office that the firm makes every effort to comply with federal and state regulations.

10. Both parties desire an expeditious resolution of this matter.

NOW, THEREFORE, without trial or adjudication of any issue of fact or law, and without Huntington admitting or denying that its conduct violated the Revised Maine Securities Act, it is agreed that:

1. Huntington will comply with all licensing and other legal requirements governing persons acting as securities broker-dealers in the State of Maine at all times from the date hereof;
2. In lieu of the Office of Securities seeking the imposition of a penalty for the allegations contained herein, Huntington will pay the sum of \$3,000 to the Office upon Huntington's execution of this Agreement; and
3. The Office of Securities will not take further action against Huntington, based upon its unlicensed status during the period preceding and including the date of execution of this Agreement, **PROVIDED**, however, that this paragraph applies only to those transactions previously disclosed to the Office by Huntington.

September 27, 2005
Date

s/Robert J. Comfort, President
Robert J. Comfort, President
The Huntington Investment Company

October 4, 2005
Date

s/Michael J. Colleran
Michael J. Colleran
Securities Administrator

Reviewed by:

October 3, 2005
Date

s/Bonnie E. Russell
Bonnie E. Russell
Assistant Securities Administrator

Presented by:

October 3, 2005
Date

s/Cathy J. Williams
Cathy J. Williams
Licensing Coordinator